

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

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In re: : Case No. 17-42726
:
WYNIT Distribution LLC, et al., : Chapter 11
:
Debtors. : (Jointly Administered)
:
:
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NOTICE OF RECLAMATION DEMAND OF NUANCE COMMUNICATIONS, INC.

PLEASE TAKE NOTICE that Nuance Communications, Inc. ("Nuance") has delivered a written demand for reclamation of goods pursuant to 11 U.S.C. §546(c) and other applicable law upon Wynit Distribution LLC ("Wynit") and its affiliates (together, the "Debtors") to reclaim certain goods (the "Goods"). The Goods were sold in the ordinary course of Nuance's business and delivered to and received by the Debtors during the forty-five (45) days prior to filing of their bankruptcy petitions at a time when the Debtors were insolvent. The reclamation demand letter sent to the Debtors on September 27, 2017 is attached hereto and incorporated by reference as Exhibit A.

PLEASE TAKE FURTHER NOTICE that Nuance reserves all of its right and remedies available under applicable law, including the right to assert administrative expense status and to supplement this notice.

Dated: September 27, 2017

ASK LLP

/s/ Joseph L. Steinfeld, Jr.

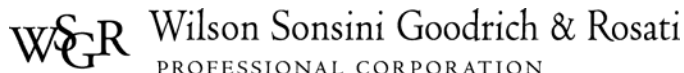
Joseph L. Steinfeld, Jr., MN SBN 026692
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St. Paul, MN 55121
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-and-

Benjamin Hoch
WILSON SONSINI GOODRICH & ROSATI
1301 Avenue of the Americas, 40th Floor
New York, NY 10019
(212) 497-7000

Counsel to Nuance Communications, Inc.

Exhibit A



1301 Avenue of the Americas, 40th Floor
New York, NY 10019
PHONE: (212) 999-5800
FAX: (212) 999-5899
www.wsgr.com

September 27, 2017

VIA FEDEX AND EMAIL DELIVERY

Wynit Distribution, LLC
4655 E. Shelby Drive
Memphis, TN 38118

Wynit Distribution, LLC
4550 Quality Drive
Memphis, TN 38118

Wynit Distribution, LLC
C/O WD Navarre Distribution, LLC
2 W Washington Street, Suite 500
Greenville, SC 29601

WD Navarre Canada, ULC
450 Export Blvd, #A
Mississauga ON L5S 2A4

Stinson Leonard Street LLP
R. Kugler, E. Caldie, P. Ashfield
150 South Fifth Street, Suite 2300
Minneapolis, MN 55402

Re: In re Wynit Distribution, LLC, et al.
Bankr. Case No. 17-42726
RECLAMATION DEMAND

To Whom it My Concern:

This firm represents Nuance Communications, Inc. (“Nuance”) in connection with the above referenced bankruptcy cases of Wynit Distribution, LLC and certain of its affiliates (the “Debtors”). On behalf of Nuance, Nuance hereby makes demand, in accordance with 11 U.S.C. 546(c) and applicable non-bankruptcy law, including applicable sections of the Uniform Commercial Code, for the reclamation of goods identified on Exhibit 1 attached hereto (the “Goods”) that were received by the Debtors within forty-five (45) days prior to the petition date, September 8, 2017, at a time when the Debtors were insolvent, and which Goods remain in the Debtors’ possession. Nuance reserves the right to modify the scope of the Goods subject to its reclamation claim following further investigation.

The Debtors may not continue to sell any Goods subsequent to the date hereof. The Debtors are further notified that all goods subject to Nuance’s reclamation rights should be inventoried,

protected and segregated from all other property and are not to be used for any purpose whatsoever except by written agreement of the parties.

Nuance reserves all rights to take any other actions with respect to its claims against the Debtors, including its right to assert an administrative expense payment status for goods received by Wynit within twenty (20) days of the petition date as set forth under 11 U.S.C. § 503(b)(9). Please contact the undersigned for instructions concerning the return of the Goods to Nuance.

We appreciate your cooperation in this matter.

/s/ Benjamin Hoch

Benjamin Hoch

1301 Avenue of the Americas, 40th Floor

New York, NY 10019

Telephone: (212) 999-5800

Counsel for Nuance Communications, Inc.



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New York, NY 10019
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EXHIBIT 1

Goods Sold on Consignment

Supplier		PO Number	PO Date	Manufacturer Part Number	UPC	Material	Description	Quantity	Value of Goods	Date Received By Wynyit	Received By	Carrier	Tracking #
3785	NUANCE COMMUNICATIONS INC - CS	3230429	07/18/2017	K609A-GG4-13.0	780420129092	8121540	DRAGON PREMIUM 13, ENG, CS	112	\$16,798.88	8/4/2017	Harden	UPS	1Z5269710338272274
3785	NUANCE COMMUNICATIONS INC - CS	3230749	07/28/2017	K609A-F55-13.0	780420129023	8121543	DRAGON PREMIUM 13, CS, STUDENT/TEACHER	630	\$47,243.70	8/7/2017	Hudson	XPO	525291
3785	NUANCE COMMUNICATIONS INC - CS	3230749	07/28/2017	K665A-G00-13.0	780420129207	8121504	DRAGON PREMIUM 13, BEST BUY POSA	225	\$25,310.25	8/7/2017	Hudson	XPO	525291
3785	NUANCE COMMUNICATIONS INC - CS	3231243	08/09/2017	K809A-GG4-15.0	780420131163	8137591	DRAGON PRO INDIVIDUAL 15, CS, ENGLISH	150	\$33,750.00	8/21/2017	Harden	XPO	526912
3785	NUANCE COMMUNICATIONS INC - CS	3231243	08/09/2017	S601A-GG4-6.0	780420131248	8137511	DPI FOR MAC 6.0, ENG, CONSIGN	200	\$45,000.00	8/21/2017	Harden	XPO	526912

7732	NUANCE DOCUMENT IMAGING-CS	3230649	07/25/ 2017	AS09A-GG4- 2.0	7804201 30845	8135712	POWER PDF STD 2.0, ENGLISH, CON	1,500	\$112,485.00	8/4/2017	Harden	XPO	524940
7732	NUANCE DOCUMENT IMAGING-CS	3231242	08/09/ 2017	AS09A-XN7- 2.0	7804201 30852	8137544	POWER PDF STD 2.0, ENG/FRENCH , CONSIGN	320	\$23,996.80	8/14/2017	Hussein	UPS	1Z6F037W 682244008 1

Supplier	Material		Manufacturer Part Number	UPC	Quantity	Value of Goods	PO Number	Date Received By Wynit
3785	8137591	DRAGON PRO INDIVIDUAL 15, CS, ENGLISH	K809A-GG4-15.0	780420131163	150	\$1,391,175.00	3231243	8/21
3785	8137511	DPI FOR MAC 6.0, ENG, CONSIGN	S601A-GG4-6.0	780420131248	200	\$1,365,975.00	3231243	8/21
3785	8121543	DRAGON PREMIUM 13, CS, STUDENT/TEACHER	K609A-F55-13.0	780420129023	630	\$836,813.41	3220749	8/7
3785	8121540	DRAGON PREMIUM 13, ENG, CS	K609A-GG4-13.0	780420129092	112	\$797,046.86	3230429	8/4
3785	8121504	DRAGON PREMIUM 13, BEST BUY POSA	K665A-G00-13.0	780420129207	225	\$707,899.57	3220749	8/7

7732	8137544	POWER PDF STD 2.0, ENG/FRENCH, CONSIGN	AS09A-XN7-2.0	780420130852	320	\$139,631.38	3231242	8/14
7732	8135712	POWER PDF STD 2.0, ENGLISH, CON	AS09A-GG4-2.0	780420130845	1500	\$852,486.32	3230649	8/4

Goods Sold on Terms

PO Number	PO Date	Material	Description	Quantity	Amount Unpaid	Date Received By Wynit	Received By	Carrier	Tracking #
3230440	07/18/2017	8121509	DRAGON PREMIUM 13, ENG	100	\$14,999.00	7/24/2017	Corey	UPS	1Z5269710338251779
3230440	07/18/2017	8121541	DRAGON PREMIUM 13 ENG MAILER	12	\$1,799.88	7/24/2017	Corey	UPS	1Z5269710338251779
3230440	07/18/2017	8137590	DRAGON PRO INDIVIDUAL 15, ENGLISH	100	\$22,500.00	7/24/2017	Corey	UPS	1Z5269710338251779
3230440	07/18/2017	8137594	DRAGON PRO INDIVIDUAL 15, UPGD FROM PREM	10	\$1,500.00	7/24/2017	Corey	UPS	1Z5269710338251779
3230440	07/18/2017	8137510	DPI FOR MAC 6.0, ENGLISH, RETAIL	10	\$2,250.00	7/24/2017	Corey	UPS	1Z5269710338251779
3230440	07/18/2017	8137513	DPI FOR MAC 6.0, UPRDE FROM DFM 5.0	10	\$1,125.00	7/24/2017	Corey	UPS	1Z5269710338251779
3230532	07/20/2017	8121512	DRAGON HOME 13, ENG	15	\$1,124.85	7/25/2017	T. Rowe	UPS	1Z6F037W6822439413
3230632	07/25/2017	8122363	DRAGON PREMIUM 13, ENG, POSA STAPLES CA	25	\$3,749.75	7/31/2017	USAMA	UPS	1Z6F037W6822439628
3230748	07/28/2017	8121627	DRAGON 13 TRAINING VIDEO, DVD	20	\$449.80	8/9/2017	Denver	XPO	525159
3230748	07/28/2017	8121475	DRAGON BASICS 13, ENGLISH	300	\$11,247.00	8/9/2017	Denver	XPO	525159
3230748	07/28/2017	8121512	DRAGON HOME 13, ENG	500	\$37,495.00	8/9/2017	Denver	XPO	525159
3230748	07/28/2017	8121509	DRAGON PREMIUM 13, ENG	200	\$29,998.00	8/9/2017	Denver	XPO	525159
3230748	07/28/2017	8121570	DRAGON PREMIUM 13, WIRELESS (BLUETOOTH)	60	\$13,499.40	8/9/2017	Denver	XPO	525159
3230748	07/28/2017	8137510	DPI FOR MAC 6.0, ENGLISH, RETAIL	20	\$4,500.00	8/9/2017	Denver	XPO	525159
3230777	07/28/2017	8121541	DRAGON PREMIUM 13 ENG MAILER	100	\$14,999.00	8/7/2017	Richmond	UPS	1Z5269710338273335
3230777	07/28/2017	8137592	DRAGON PRO INDIVIDUAL 15 BLUETOOTH, ENG	30	\$9,000.00	8/7/2017	Richmond	UPS	1Z5269710338273335
3230777	07/28/2017	8137593	DRAGON PRO INDIVIDUAL 15, UPGD FROM PRO	20	\$2,250.00	8/7/2017	Richmond	UPS	1Z5269710338273335
3230777	07/28/2017	8137512	DPI FOR MAC 6.0 BLUETOOTH, ENG	30	\$9,000.00	8/7/2017	Richmond	UPS	1Z5269710338273335
3230920	08/02/2017	8121475	DRAGON BASICS 13, ENGLISH	1,300	\$48,737.00	8/9/2017	Griffin	XPO	525835
3230921	08/02/2017	8121475	DRAGON BASICS 13, ENGLISH	300	\$11,247.00	8/11/2017	Smith	XPO	525838

3230939	08/03/2017	8133435	DRAGON FOR MAC MEDICAL 5.0, WIRELESS	1	\$824.99	8/14/2017	Hussein	UPS	1Z6F037W6822440018
3230750	07/28/2017	8086213	PAPERPORT 14.0	20	\$1,499.80	8/3/2017	Griffin	UPS	1Z5269710338272256
3230750	07/28/2017	8135714	POWER PDF STD 2.0, ENG, MAILER	100	\$7,499.00	8/3/2017	Griffin	UPS	1Z5269710338272256
3230943	08/03/2017	8086216	PAPERPORT PROFESSIONAL 14.0	100	\$14,999.00	8/3/2017	Griffin	UPS	1Z5269710338282656

Supplier	Material		Manufacturer Part Number	UPC	Quantity	Amount Unpaid	PO Number	Date Received By WYnit
3784	8137594	DRAGON PRO INDIVIDUAL 15, UPGD FROM PREM	K890A-RC7-15.0	780420131187	10	\$1,500.00	3230440	7/24
3784	8137593	DRAGON PRO INDIVIDUAL 15, UPGD FROM PRO	K889A-RD7-15.0	780420131194	20	\$337.50	3230777	8/7
3784	8137592	DRAGON PRO INDIVIDUAL 15 BLUETOOTH, ENG	K809A-GN9-15.0	780420131170	30	\$9,300.00	3230777	8/7
3784	8137590	DRAGON PRO INDIVIDUAL 15, ENGLISH	K809A-G00-15.0	780420131156	100	\$3,825.00	3230440	7/24
3784	8137513	DPI FOR MAC 6.0, UPGRDE FROM DFM 5.0	S681A-K1A-6.0	780420131262	10	\$787.50	3230440	7/24

3784	8137512	DPI FOR MAC 6.0 BLUETOOTH, ENG	S601A-GN9-6.0	780420131255	30	\$6,000.00	3230777	8/7
3784	8137510	DPI FOR MAC 6.0, ENGLISH, RETAIL	S601A-G00-6.0	780420131231	30	\$450.00	3230440, 3230746	7/24, 8/9
3784	8133435	DRAGON FOR MAC MEDICAL 5.0, WIRELESS	T301A-GN9-5.0	780420130739	1	\$4,124.95	3230939	8/14
3784	8122363	DRAGON PREMIUM 13, ENG, POSA STAPLES CA	K668B-G00-13.0	780420129252	25	\$10,649.29	3230632	7/31
3784	8121627	DRAGON 13 TRAINING VIDEO, DVD	31-K61A-33110	780420129801	20	\$764.66	3230748	8/9
3784	8121570	DRAGON PREMIUM 13, WIRELESS (BLUETOOTH)	K609A-GN9-13.0	780420129108	60	\$3,824.83	3230748	8/9
3784	8121541	DRAGON PREMIUM 13 ENG MAILER	K609A-K1A-13.0	780420129122	112	\$28,948.07	3230440, 3230777	7/24, 8/7
3784	8121512	DRAGON HOME 13, ENG	K409A-G00-13.0	780420128798	515	\$8,023.93	3230532, 3230748	7/25, 8/9
3784	8121509	DRAGON PREMIUM 13, ENG	K609A-G00-13.0	780420129047	300	\$10,499.30	3230440, 3230748	7/24, 8/9

3784	8121475	DRAGON BASICS 13, ENGLISH	K309A-G00-13.0	780420128767	1900	\$8,547.72	3230748, 3230920, 3230921	8/9, 8/9, 8/11
7727	8135714	POWER PDF STD 2.0, ENG, MAILER	AS09A-K00-2.0	780420130876	100	\$13,498.20	3230750	8/3
	8086213	PAPERPORT STANDARD 14.0	6809A-G00-14.0	780420124295	20		3230750	8/3
7727	8086216	PAPERPORT PROFESSIONAL 14.0	F309A-G00-140	780420124363	100	\$1,799.88	3230750	8/3